



First Union Rail Corporation  
NC5811  
Commercial Leasing Group  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018  
Tel 847 318-7575  
847 318-7588

VIA UPS 2<sup>nd</sup> DAY AIR

November 1, 2002

RECORDATION NO. 24198 FILED

NOV 04 '02 1-09 PM

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704 SURFACE TRANSPORTATION BOARD  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated October 2, 2002, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Railtex, Inc. c/o RailAmerica Inc.  
5300 Broken Sound Blvd., N.W. 2<sup>nd</sup> Floor  
Boca Raton, FL 33487

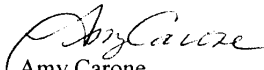
A description of the railroad equipment covered by the enclosed document is eight (8) 100-ton, all-door boxcars with NOKL marks (See Exhibit A for numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

  
Amy Carone  
Manager of Documentation

Enclosures

(RTEX009)

ASSGN. NO.: RTE009

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 2nd day of October, 2002, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Railtex, Inc., ("Lessee"), a Delaware corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of July 1, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 4 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of June 5, 2000 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR

Title: Vice President Sales & Marketing

By: Amy Carone

Name: AMY CARONE

Title: Mgr of Documentation

Executed on this 2nd day of Oct., 2002.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 2nd day of October, 2002.

Susan Grokulsky  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



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SURFACE TRANSPORTATION BOARD

**LESSEE:**

RAILTEX, INC.

By: Sandra K. Franger

Name: SANDRA K. FRANGER

Title: VP - Contracts

ATTEST:

By: David McCloud

Name: David McCloud

Title: Manager - Fleet

Executed on this 25<sup>th</sup> day of September, 2001.

[CORPORATE SEAL]

STATE OF FLORIDA

COUNTY OF PALM BEACH

I, Dorothy Singer, a Notary Public of the County and State  
aforesaid, certify that SANDRA K. FRANGER personally appeared before me this day and  
acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 25<sup>th</sup> day of SEPTEMBER, 2001.

Dorothy Singer  
Notary Public

Commission Expires:

7-16-05

(Notary Public)



Dorothy Singer  
Commission # DD 031124  
Expires July 16, 2005  
Bonded Thru  
Atlantic Bonding Co., Inc.

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:           Eight (8)

DESCRIPTION OF CARS:    50', 100-ton, all-door, Boxcars

CAR NUMBERS:            NOKL 504775, NOKL 504776, NOKL 504777, NOKL 504778  
                              NOKL 504780, NOKL 504781, NOKL 504782, NOKL 504784